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STEPTOE & JOHNSON

ATTORNEYS AT LAW

1330 CONNECTICUT AVENUE
WASHINGTON, D. C. 20036-1795

(202) 429-3000

TELEX: 89-2503

ROBERT J. CORBER
(202) 429-8108

August 31, 1989

9-244A001

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 10630-Z FILED 1423

SEP 1 1989 9 50 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are one original and four copies of the document hereinafter described. It relates to the railroad equipment identified below.

1. Equipment Schedule No. 2 dated as of May 22, 1989, between BRAE International, Ltd., lessor, and Canadian Pacific, Ltd., lessee.

The equipment subject to this document consists of 124 rail boxcars bearing the marks QC 74700-74799, 74845-74846, 74848-74849, 74851, 74853-74869, 74871-74872, inclusive.

The names and addresses of the parties to the document are as follows:

Lessor: BRAE International, Ltd.
One Hundred Sixty Spear Street
San Francisco, CA 94105

Lessee: Canadian Pacific, Ltd.
Windsor Station
Montreal, Quebec, Canada H3C3E4

Please file and record the document with indexing under the foregoing names. Since this is a secondary document related to the Lease Agreement recorded under Recordation Number 10630-T, it is requested that this document be given the next available letter designation under Recordation Number 10630.

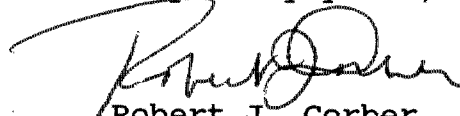
Ms. Noreta R. McGee
August 31, 1989
Page 2

A fee of \$13.00 is enclosed for the recordation.
Please return the original and any extra copies not needed by the
Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index
follows:

1. Equipment Schedule No. 2 dated as of May 22,
1989, between BRAE International, Ltd., lessor, and Canadian
Pacific, Ltd., lessee, covering cars marked QC 74700-74799,
74845-74846, 74848-74849, 74851, 74853-74869, 74871-74872,
inclusive.

Very truly yours,



Robert J. Corber
Attorney for
Brae Transportation, Inc.

RJC:smg

Enclosures

COPY

EQUIPMENT SCHEDULE NO. 2

REGISTRATION NO. 10630-Z FILED 1989
SEP 1 1989 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

BRAE International Ltd. ("Lessor") hereby leases the following railcars to Canadian Pacific Limited ("Lessee"), pursuant to that certain Lease Agreement dated as of October 15, 1983 (the "Lease Agreement").

<u>Number of Cars</u>	<u>Description</u>	<u>A.A.R. Mech. Designation</u>	<u>Car Markings and Car Numbers</u>	<u>Internal BTI Code</u>
100	50'6", 70-ton, 5344 cu.ft., Single Sliding Door Boxcars	XM	QC 74700-74799	340
24	50'6", 70-ton, 5344 cu. ft., Single Sliding Door Boxcars	XM	QC 74845 74846 74848 74849 74851 74853-74854 74855 74856-74858 74859 74860-74869 74871 74872	600 1890 600 1890 600 600 1890 600 1890 600 600 1890

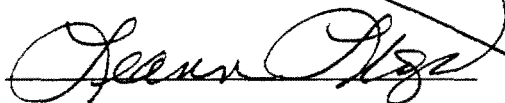
Lessor and Lessee hereby agree that this Equipment Schedule No. 2 shall supersede Equipment Schedule No. 1 and such Equipment Schedule No. 1 shall become null and void as of the date hereof.

Lessor and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease Agreement in this Schedule.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the 22nd day of May, 1989.

BRAE INTERNATIONAL LTD.

By

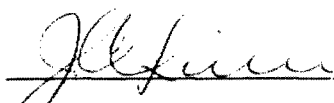


Printed Name JEAN LLOYD

Title ASSISTANT VICE PRESIDENT

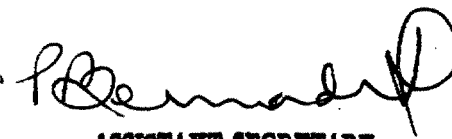
CANADIAN PACIFIC LIMITED

By



Printed Name J. A. Linn

Title Vice-President



ASSISTANT SECRETARY

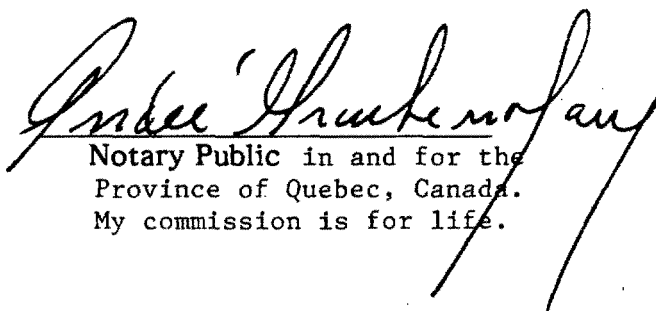
HC W/L

CANADA
~~STATE OF~~
PROVINCE OF QUEBEC
COUNTY OF HOCHELAGA

)
) ss.
)

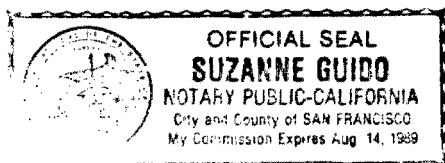
On this 8th day of May, 1989, before me personally appeared P. Bernadet, to me personally known, who being by me duly sworn, did depose and say that such person is assistant secretary of Canadian Pacific Limited, and that the foregoing Equipment Schedule No. 2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[seal]


Notary Public in and for the
Province of Quebec, Canada.
My commission is for life.

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 22 day of May, 1989, before me personally appeared LEANN LLOYD, to me personally known, who being by me duly sworn says that such person is ASSISTANT VICE PRESIDENT of BRAE International Ltd., and that the foregoing Equipment Schedule No. 2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



[seal]


Notary Public

Interstate Commerce Commission
Washington, D.C. 20423

9/1/89

OFFICE OF THE SECRETARY

Robert J. Corber, Atty.
1330 Connecticut Avenue
Washington, D.C. 20036-1795

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/1/89 at 9:50am, and assigned recordation number(s). 12426-J, 11498-II, 10630-Z, 13892-A, 16032-A, 16037-A, 16089-A & 16087-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)